

MARC EDWARD GOTTSCHALK (171544)
WILSON SONSINI GOODRICH & ROSATI
650 Page Mill Road
Palo Alto, CA 94304-1050
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Attorneys for Debtors

ED
FILED

APR 07 2010

CLERK
United States Bankruptcy Court
San Jose, California

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re:	)	Jointly Administered Chapter 11 Cases
)	
ATI LIQUIDATING, INC.,	)	Case No. 09-54511-RLE-11
formerly known as)	
Aviza Technology, Inc.,)	
Employer's Tax ID No.: 20-1979646)	
)	
AI LIQUIDATING, INC.,	)	Case No. 09-54514-RLE-11
formerly known as Aviza, Inc.,)	
Employer's Tax ID No.: 20-0249205)	
)	
TTI LIQUIDATING, INC.,	)	Case No. 09-54515-RLE-11
formerly known as)	
Trikon Technologies, Inc.,)	
Employer's Tax ID No.: 95-4054321)	
)	
Debtor(s).	)	Date: April 28, 2010
	)	Time: 10:30 a.m.
	)	Place: United States Bankruptcy Court
	)	280 S. First Street, Room 3099
	)	San Jose, CA 95113
440 Kings Village Road	)	Judge: Honorable Roger L. Efremsky
Scotts Valley, CA 95066)	

**FIRST AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES BY SPECIAL COUNSEL FOR DEBTORS
(WILSON SONSINI GOODRICH & ROSATI)**

To: The Honorable Roger L. Efremsky, United States Bankruptcy Judge:

The FIRST AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
BY SPECIAL COUNSEL FOR DEBTORS (the "Application") of Wilson Sonsini Goodrich & Rosati

1 (“WSGR” or your “Applicant”) respectfully represents:

2 **1. Notice**

3 Notice of the hearing on this Application is being provided pursuant to this Court’s ORDER
4 LIMITING NOTICE entered on June 12, 2009, on the Debtors¹, the Official Committee of Unsecured
5 Creditors and counsel for the Committee; all creditors listed on the Debtors’ List of Creditors
6 Holding 20 Largest Unsecured Claims; all secured creditors; the Office of the United States Trustee;
7 and any party in interest who has requested special notice.

8 **2. Employment Authorization**

9 Prior to the Petition Date, the Debtors utilized your Applicant to advise on the matters
10 described in the APPLICATION OF DEBTORS FOR ORDER AUTHORIZING AND APPROVING (i)
11 EMPLOYMENT OF SPECIAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e) AND (ii) PAYMENT OF
12 RETAINER PURSUANT TO 11 U.S.C. § 363 (the “Employment Application”), which was filed with this
13 Court on July 9, 2009. The Employment Application sought to employ your Applicant as
14 accountants to:

- 15 a) Serve as general real estate counsel for the Debtors;
16 b) Perform services related to the sale of the Scotts Valley Site, including
17 attending meetings with potential buyers, negotiation and review of sale transaction documents, and
18 performing related services in furtherance of the sale of the Scotts Valley Site; and
19 c) Serve as general environmental counsel for the Debtors, including all
20 work related to the mandated remediation ordered by the Environmental Protection Agency and
21 removal of Scotts Valley Site from the National Priorities List.

22 As described in the Employment Application prior to the Petition Date, the Debtors utilized
23 WSGR to advise and represent it as counsel for the sale of the Scotts Valley Site. The Scotts Valley
24 Site was designated as a “Superfund” site on the National Priorities List in 1990 and therefore the
25 Debtors have also required counsel on environmental issues.

26 On August 11, 2009, this Court entered the ORDER GRANTING APPLICATION OF DEBTOR FOR
27

28 ¹ All capitalized terms not defined herein shall be given the same meaning ascribed in the
Employment Application.

ORDER AUTHORIZING AND APPROVING EMPLOYMENT OF SPECIAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e) (the "Order") which authorized the Debtors to employ your Applicant. Additionally, the Order authorized the Debtors to pay WSGR an advance payment against fees and costs in the sum of \$10,000. Pursuant to the Order, the advance payment may not be applied to attorneys' fees and costs without further order of the Court upon a duly noticed application for compensation. A copy of the Order is attached hereto as **Exhibit "A"**.

Additionally, as noted in the Employment Application, WSGR's fees are based on its normal hourly rates which are adjusted periodically in the normal course of WSGR's business, often due to the increased experience of a particular professional. The exhibits described below reference an hourly rate adjustment.

3. Applicant's Fees

Applicant seeks final approval of its fees incurred in this Chapter 11 case from June 9, 2009 through March 31, 2010 (the "Application Period") in the amount of \$16,793.00. These fees can be broken down on a monthly basis as follows:

<u>Month</u>	<u>Fees</u>	<u>Total</u>
June 2009	\$ 803.00	\$ 803.00
August 2009	\$ 1,365.00	\$ 1,365.00
September 2009	\$ 2,730.00	\$ 2,730.00
October 2009	\$ 1,170.00	\$ 1,170.00
December. 2009	\$ 1,300.00	\$ 1,300.00
January 2010	\$ 290.00	\$ 290.00
February 2010	\$ 2,320.00	\$ 2,320.00
March 2010	\$ 6,815.00	\$ 6,815.00
Total Fees Incurred:	\$ 16,793.00	\$ 16,793.00
Total Fees:	\$ 16,793.00	\$ 16,793.00

4. Prior Compensation

This is the Applicant's first application for compensation in the within case. As noted above, pursuant to the Order, the Debtors were authorized to pay WSGR an advance payment against fees and costs in the sum of \$10,000.

5. Source of Compensation

The source of compensation to be paid to your Applicant is cash held by the Debtors and the

proceeds of the sale of assets to Sumitomo Precision Products Co., Ltd.

6. History of the Case

The full history and factual background for the cases, including the cases' success and progress, may be found in the SECOND AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES BY ATTORNEYS FOR DEBTORS (the "Murray Application") filed by Murray & Murray, bankruptcy counsel for the Debtors.

7. Administrative Claims

The only unpaid Chapter 11 administrative claims of which your Applicant is aware are those sums owned to professionals of the Debtors, as set forth in the Murray Application.

8. Cash on Hand

As of February 26, 2010, the Debtors report in the Monthly Operating Report that it had cash on hand of \$2,370,945.00.

9. Project Billing

WSGR has included the following project billing categories in this Application:

A. Insurance Matters

This project billing category includes your Applicant's fees relative to the review and analysis of insurance issues relative to the Scotts Valley Site.

Your Applicant has incurred 3.4 hours in this category with resulting fees totaling \$2,168.00.

Project Summary

Applicant's fees related to this project billing category are set forth and described in detail in the time record attached as **Exhibit "B"** hereto and by this reference incorporated herein, which exhibit indentified the individual professionals who performed specific services by the names indicated below and can be summarized as follows:

Professional hours expended:

<u>Professional</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gottschalk, Marc E.	2.8	\$ 650.00	\$ 1,820.00
McMorrow, Kimberly	0.6	\$ 580.00	\$ 348.00
Totals	<u>3.40</u>		<u>\$ 2,168.00</u>

1 **B. Environmental Issues**

2 This project billing category includes your Applicant's fees relative to the review and
3 analysis of environmental reports, site investigations, and certain remediation issues.

4 Your Applicant has incurred 8.3 hours in this category with resulting fees totaling \$5,485.00.

5 **Project Summary**

6 Applicant's fees related to this project billing category are set forth and described in detail in
7 the time record attached as **Exhibit "B"** hereto and by this reference incorporated herein, which
8 exhibit indentified the individual professionals who performed specific services by the names
9 indicated below and can be summarized as follows:

10 Professional hours expended:

<u>Professional</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gottschalk, Marc E.	7.1	\$ 650.00	\$ 4,615.00
Gottschalk, Marc E.	1.2	\$ 725.00	\$ 870.00
Totals	<u>8.30</u>		<u>\$ 5,485.00</u>

14 **C. Sale Transaction**

15 This project billing category includes your Applicant's fees relative to the sale of the Scotts
16 Valley Site. This project task included reviewing offers for the purchase of the property, revising the
17 purchase and sale agreement, and corresponding with parties regarding the sale of the Scotts Valley
18 Site.

19 Your Applicant has incurred 12.7 hours in this category with resulting fees totaling
20 \$9,140.00.

21 **Project Summary**

22 Applicant's fees related to this project billing category are set forth and described in detail in
23 the time record attached as **Exhibit "B"** hereto and by this reference incorporated herein, which
24 exhibit indentified the individual professionals who performed specific services by the names
25 indicated below and can be summarized as follows:

26 ///

27 ///

28 ///

Professional hours expended:

<u>Professional</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gottschalk, Marc E.	0.9	\$ 650.00	\$ 585.00
Gottschalk, Marc E.	11.8	\$ 725.00	\$ 8,555.00
Totals	<u>12.70</u>		<u>\$ 9,140.00</u>

10. Billing Summary

In the course of its representation of the Debtors for this Application Period, the Applicant has devoted 24.4 hours of professional time in the performance of such services as indicated on Exhibit "C".

<u>Professional</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gottschalk, Marc E.	10.8	\$ 650.00	\$ 7,020.00
Gottschalk, Marc E.	13.0	\$ 725.00	\$ 9,425.00
McMorrow, Kimberly	0.6	\$ 580.00	\$ 348.00
Totals	<u>24.40</u>		<u>\$ 16,793.00</u>

11. No Sharing Of Compensation

The Applicant has not shared any prior compensation and no agreement or understanding exists between WSGR and any other person for the sharing of compensation received or to be received for services rendered in, or in connection with, this case, except with the regular partners of WSGR.

12. Unpaid Chapter 11 Expense Of Administration Claims

The only unpaid Chapter 11 expense of administration claims, other than the claim of your Applicant as set forth herein, are those of the Debtors' other professionals, as set forth in the Murray Application. Your Applicant is advised by the Debtors that all other obligations incurred by the Debtors since the commencement of the case are being paid in the ordinary course of the Debtors' business.

13. Relief Requested

By this Application, WSGR seeks allowance and approval of payment for all fees incurred by WSGR in its representation of the Debtors during this Application Period but not yet compensated or reimbursed. Specifically, WSGR requests final approval of its Chapter 11 fees incurred during this Application Period in the amounts of \$16,793.00. In view of the time expended,

1 the responsibilities assumed, and the reputation and skill of WSGR, WSGR respectfully submits that
2 the foregoing represents the reasonable value of the services rendered. WSGR believes that the
3 services rendered were necessary, and that the fees requested constitute reasonable and necessary
4 fees expended on behalf of the estate.

5 **WHEREFORE**, the Applicant prays that this Court enter its Order (i) approving the fees
6 incurred by Applicant in its representation of the Debtors from June 9, 2009 through March 31, 2010
7 in the sum of \$16,793.00 (ii) authorizing and directing the Debtors to pay Applicant the sum of
8 \$6,793.00 (\$16,793.00 less the \$10,000 advance payment) for services rendered from June 9, 2009
9 through March 31, 2010 but not yet compensated; (iii) authorizing Applicant to apply advance
10 payment to incurred attorney's fees; and (iv) for such other and further relief as the Court deems just
11 and proper.

12 Dated: April 6, 2010

Respectfully submitted,

13 **Wilson Sonsini Goodrich & Rosati**

14 By: /s/ Marc Edward Gottschalk
15 Marc Edward Gottschalk
16 Counsel for Debtors
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- (1) I have read the foregoing Application;
- (2) To the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought herein is in conformity with the Guidelines;
- (3) The compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by the Applicant and generally accepted by the Applicant's clients;
- (5) Fees paid to the Applicant from, or on behalf of, the Debtors or their estates have not been and will not be divided or shared with any other person, natural or otherwise.
- (6) All of the time records attached to this Application are accurate and were recorded in the regular and ordinary course of business contemporaneously with the services provided; and
- (7) This Application was transmitted to the Debtors with the cover letter required by the Guidelines, a copy of which is attached hereto as **Exhibit "D"** and by this reference incorporated herein.

Executed this 6th day of April, 2010.

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EXHIBIT INDEX

EXHIBIT A	Order Authorizing and Approving Employment of Counsel
EXHIBIT B	Project Billing re Billing Details
EXHIBIT C	Project Bill Summary
EXHIBIT D	Letter to Debtors re Application

MARC EDWARD GOTTSCHALK (171544)
WILSON SONSINI GOODRICH & ROSATI
650 Page Mill Road
Palo Alto, CA 94304-1050
Telephone: 650-493-9300
Facsimile: 650-493-6811
Email: mgottschalk@wsgr.com

Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re:	)	Jointly Administered Chapter 11 Cases
)	
ATI LIQUIDATING, INC.,	)	Case No. 09-54511-RLE-11
formerly known as)	
Aviza Technology, Inc.,)	
Employer's Tax ID No.: 20-1979646)	
)	
AI LIQUIDATING, INC.,	)	Case No. 09-54514-RLE-11
formerly known as Aviza, Inc.,)	
Employer's Tax ID No.: 20-0249205)	
)	
TTI LIQUIDATING, INC.,	)	Case No. 09-54515-RLE-11
formerly known as)	
Trikon Technologies, Inc.,)	
Employer's Tax ID No.: 95-4054321)	
)	
Debtor(s).	)	Date: April 28, 2010
	)	Time: 10:30 a.m.
	)	Place: United States Bankruptcy Court
	)	280 S. First Street, Room 3099
440 Kings Village Road	)	San Jose, CA 95113
Scotts Valley, CA 95066	)	Judge: Honorable Roger L. Efremsky

EXHIBIT "A"

To

**FIRST AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES BY SPECIAL COUNSEL FOR DEBTORS
(WILSON SONSINI GOODRICH & ROSATI)**



The following constitutes
the order of the court. Signed August 10, 2009


Roger L. Efremsky
U.S. Bankruptcy Judge

JOHN WALSHE MURRAY (074823)
ROBERT A. FRANKLIN (091653)
DORIS A. KAELIN (162069)
MURRAY & MURRAY
A Professional Corporation
19400 Stevens Creek Blvd., Suite 200
Cupertino, CA 95014-2548
Telephone: (650) 852-9000; (408) 907-9200
Facsimile: (650) 852-9244
Email: jwmurray@murraylaw.com
Email: rfranklin@murraylaw.com
Email: dkaelin@murraylaw.com

Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re:	)	Jointly Administered Chapter 11 Cases
)	
AVIZA TECHNOLOGY, INC.,	)	Case No. 09-54511-RLE-11
A Delaware corporation)	
Employer's Tax ID No.: 20-1979646)	
)	
AVIZA, INC.,	)	Case No. 09-54514-RLE-11
A Delaware corporation)	
Employer's Tax ID No.: 20-0249205)	
)	
TRIKON TECHNOLOGIES, INC.,	)	Case No. 09-54515-RLE-11
A Delaware corporation)	
Employer's Tax ID No.: 95-4054321)	
)	
	)	Date: July 29, 2009
	)	Time: 10:30 a.m.
Debtor(s).	)	Place: United States Bankruptcy Court
	)	280 S. First St., Room 3099
440 Kings Village Road	)	San Jose, CA 95113
Scotts Valley, CA 95066	)	Judge: Honorable Roger L. Efremsky

**ORDER GRANTING APPLICATION OF DEBTOR FOR ORDER AUTHORIZING AND
APPROVING EMPLOYMENT OF SPECIAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e)**
(WILSON SONSINI GOODRICH & ROSATI)

The APPLICATION OF DEBTORS FOR ORDER AUTHORIZING AND APPROVING (i) EMPLOYMENT

1 OF SPECIAL COUNSEL PURSUANT TO 11 U.S.C. § 327(e) AND (ii) PAYMENT OF RETAINER PURSUANT
2 TO 11 U.S.C. § 363 (the "Application") of Aviza Technology, Inc., Aviza, Inc., and Trikon
3 Technologies Inc., the debtors and debtors in possession herein (collectively the "Debtors"), seeking
4 authority to employ Wilson, Sonsini, Goodrich & Rosati ("WSGR") as their special real estate
5 counsel having come on for hearing before this Court on July 15, 2009 and again on July 29, 2009
6 after appropriate notice; the Debtors having appeared by and through their counsel Murray &
7 Murray, a Professional Corporation and John Walshe Murray; creditor United Commercial Bank
8 ("UCB"), as agent for secured lenders UCB, East West Bank and ChinaTrust Bank (USA) having
9 appeared by and through its counsel Orrick, Herrington & Sutcliffe LLP and Frederick D. Holden,
10 Jr.; the Official Committee of Unsecured Creditors (the "Committee") having appeared by and
11 through its counsel Binder & Malter LLP and Robert G. Harris; the Court having heard the
12 arguments and representations of counsel; it appearing to the Court that WSGR does not hold or
13 represent an interest adverse to the Debtors or to the estates with respect to the matters on which it is
14 to be employed, that WSGR's employment is necessary and is in the best interest of the bankruptcy
15 estates; and good cause appearing therefor;

16 **IT IS HEREBY ORDERED** as follows:

17 1. The Application is granted subject to the terms of this order, effective as of the
18 Petition Date, and the Debtors are authorized to employ WSGR as their special counsel in aid of
19 these proceedings for the purposes and upon the terms and conditions described in the Application.

20 2. The Debtors are authorized to pay WSGR an advance payment (the "Advance
21 Payment") against fees and costs in the sum of \$10,000. The Advance Payment may not be applied
22 to attorneys' fees and costs without further order of this Court upon a duly noticed application for
23 compensation.

24 3. It is not necessary for the Debtors to file separate applications for authority to employ
25 WSGR in the Aviza, Inc. and Trikon Technologies, Inc. cases, and this Order shall suffice as
26 authority for the Debtors' employment of WSGR in all three jointly administered cases.

27 4. WSGR may maintain a single record of attorneys' time and costs for all three
28 bankruptcy estates.

1 Approved As To Form and Content

2 ORRICK, HERRINGTON & SUTCLIFFE LLP

3
4 By: /s/ Frederick D. Holden, Jr.
5 Frederick D. Holden, Jr.
6 Attorneys for United Commercial Bank,
as Agent for the Secured Lenders

7 BINDER & MALTER LLP

8
9 By: /s/ Robert G. Harris
10 Robert G. Harris
Attorneys for Official Committee of Unsecured Creditors

11 THE UNITED STATES TRUSTEE HAS NO OBJECTION TO THE ENTRY OF THIS ORDER.

12 UNITED STATES TRUSTEE

13
14 By: /s/ Nanette Dumas
15 Nanette Dumas
Attorney for United States Trustee

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17 ****END OF ORDER****
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Court Service List

Debtor

Patrick C. O'Connor
Aviza Technology, Inc.
440 Kings Village Road
Scotts Valley, CA 95066

U.S. Trustee

Office of the U.S. Trustee
Attn: Nanette Dunas
U.S. Federal Building
280 S. First Street, #268
San Jose, CA 95113-3004

Attorneys for Debtor

John Walshe Murray
Murray & Murray
A Professional Corporation
19400 Stevens Creek Blvd., Suite 200
Cupertino, CA 95014-2548

COUNSEL TO CREDITORS' COMMITTEE

Robert G. Harris
Binder & Malter LLP
2775 Park Avenue
Santa Clara, CA 95050

REQUEST FOR SPECIAL NOTICE

**Attorneys for United Commercial Bank,
as Agent for the Secured Lenders**

Frederick D. Holden, Jr.
Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669

MARC EDWARD GOTTSCHALK (171544)
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650 Page Mill Road
Palo Alto, CA 94304-1050
Telephone: 650-493-9300
Facsimile: 650-493-6811
Email: mgottschalk@wsgr.com

Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
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formerly known as Aviza, Inc.,) Case No. 09-54514-RLE-11
Employer's Tax ID No.: 20-0249205)

TTI LIQUIDATING, INC.,)
formerly known as) Case No. 09-54515-RLE-11
Trikon Technologies, Inc.,)
Employer's Tax ID No.: 95-4054321)

Debtor(s).

440 Kings Village Road
Scotts Valley, CA 95066

Date: April 28, 2010
Time: 10:30 a.m.
Place: United States Bankruptcy Court
280 S. First Street, Room 3099
San Jose, CA 95113
Judge: Honorable Roger L. Efremsky

EXHIBIT "B"

To

FIRST AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES BY SPECIAL COUNSEL FOR DEBTORS
(WILSON SONSINI GOODRICH & ROSATI)

REMIT PAYMENT TO: File No. 73672, P.O. Box 60000, San Francisco, CA 94160-3672

TEL 650-845-5995

WIRE TO: Bank of America, Acct No. 14849-00602, ABA No. 0260-0959-3, SWIFT Code: BOFAUS3N

FAX 866-974-7329

CORRESPONDENCE TO: Accounts Receivable, 650 Page Mill Road, Palo Alto, CA 94304-1050

finance@wsgr.com

Please reference Invoice #, Client Name and Client-Matter # on all payments and correspondence.

Aviza Technology Inc
Attn: Rich Naslund, Controller
Accounts Payable
440 Kings Village Rd
Scotts Valley, CA 95066-4027

Invoice # : 1207475-M
Invoice Total : \$ 803.00
Invoice Date : 07/31/09
Client-Matter : 30132-006
Attorney : Marc E. Gottschalk

Aviza Technology Inc
Re: Scotts Valley Environmental Matters

PHASE / TASK SUMMARY			AMOUNT	
IM – Insurance Matters			\$ 803.00	
DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT	
	IM – INSURANCE MATTERS			
06/15/09	(IM) Kimberly McMorrow – Insurance Matters - Conference call with J. Theiss re environmental insurance policy	0.6	348.00	
06/25/09	(IM) Marc E. Gottschalk – Insurance Matters - Call with S. Block and D. Spencer re insurance issues	0.7	455.00	
	Subtotal for IM – Insurance Matters	1.3	\$803.00	
		TOTAL HOURS	1.70	
	FEE SUMMARY	HOURS	RATE	AMOUNT
	Marc E. Gottschalk	0.7	650.00	\$ 455.00
	Kimberly McMorrow	0.6	580.00	\$ 348.00
		CURRENT FEES		\$ 803.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Scotts Valley Environmental Matters
30132-006

Invoice # : 1207475
Date : 07/31/09

TOTAL INVOICE DUE \$ 803.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

REMIT PAYMENT TO: File No. 73672, P.O. Box 60000, San Francisco, CA 94160-3672

TEL 650-845-5995

WIRE TO: Bank of America, Acct No. 14849-00602, ABA No. 0260-0959-3, SWIFT Code: BOFAUS3N

FAX 866-974-7329

CORRESPONDENCE TO: Accounts Receivable, 650 Page Mill Road, Palo Alto, CA 94304-1050

finance@wsgr.com

Please reference Invoice #, Client Name and Client-Matter # on all payments and correspondence.

Aviza Technology Inc
Attn: Rich Nashund, Controller
Accounts Payable
440 Kings Village Rd
Scotts Valley, CA 95066-4027

Invoice # : 1221570
Invoice Total : \$ 4,095.00
Invoice Date : 10/22/09
Client-Matter : 30132-006
Attorney : Marc E. Gottschalk

Aviza Technology Inc
Re: Scotts Valley Environmental Matters

PHASE / TASK SUMMARY			AMOUNT
<i>EI – Environmental Issues</i>			\$ 1,10500
<i>IM – Insurance Matters</i>			\$ 2,990.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	EI – ENVIRONMENTAL ISSUES		
08/26/09	(EI) Marc E. Gottschalk – Environmental Issues - Prepare for conference call (0.4); conference call re EPA letter to Arcadis (0.8)	1.2	780.00
09/02/09	(EI) Marc E. Gottschalk – Environmental Issues - Call with S. Block re Scotts Valley remediation issues (0.4); review environmental reports (0.3)	0.7	455.00
09/08/09	(EI) Marc E. Gottschalk – Environmental Issues - Call re site investigation matters with all parties	0.9	585.00
09/10/09	(EI) Marc E. Gottschalk – Environmental Issues - Review Arcadis response letter to EPA	0.4	260.00
09/30/09	(EI) Marc E. Gottschalk – Environmental Issues - Review closure report (1.0); call with D. Spencer and P. O'Connor re company liabilities for contamination (0.4)	1.4	910.00
	Subtotal for EI – Environmental issues	4.6	\$2,990.00
	IM – INSURANCE MATTERS		
08/24/09	(IM) Marc E. Gottschalk – Insurance Matters - Call with S. Block re insurance issues (0.5); review insurance (0.4)	0.9	585.00
09/01/09	(IM) Marc E. Gottschalk – Insurance Matters - Call with S. Block re insurance issues	0.8	520.00
	Subtotal for IM – Insurance Matters	1.7	\$1,105.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Scotts Valley Environmental Matters
30132-006

Invoice # : 1221570
Date : 10/22/09

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
		TOTAL HOURS	6.30
FEE SUMMARY		HOURS	AMOUNT
	Marc E. Gottschalk	6.3	\$ 4,095.00
		CURRENT FEES	\$ 4,095.00
TOTAL INVOICE DUE			\$ 4,095.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

REMIT PAYMENT TO: File No. 73672, P.O. Box 60000, San Francisco, CA 94160-3672

WIRE TO: Bank of America, Acct No. 14849-00602, ABA No. 0260-0959-3, SWIFT Code: BOFAUS3N

CORRESPONDENCE TO: Accounts Receivable, 650 Page Mill Road, Palo Alto, CA 94304-1050

TEL 650-845-5995

FAX 866-974-7329

finance@wsgr.com

Please reference Invoice #, Client Name and Client-Matter # on all payments and correspondence.

Aviza Technology Inc
Attn: Rich Naslund, Controller
Accounts Payable
440 Kings Village Rd
Scotts Valley, CA 95066-4027

Invoice # : 1230731
Invoice Total : \$ 1,170.00
Invoice Date : 12/15/09
Client-Matter : 30132-006
Attorney : Marc E. Gottschalk

Aviza Technology Inc
Re: Scotts Valley Environmental Matters

PHASE / TASK SUMMARY	AMOUNT
<i>EI - Environmental Issues</i>	\$ 1,170.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	EI - ENVIRONMENTAL ISSUES		
10/08/09	(EI) Marc E. Gottschalk - Environmental Issues - Call with L. Sewell re groundwater pumping issues	0.4	260.00
10/12/09	(EI) Marc E. Gottschalk - Environmental Issues - Correspondence re groundwater treatment issues	0.3	195.00
10/17/09	(EI) Marc E. Gottschalk - Environmental Issues - Review environmental reports	0.4	260.00
10/22/09	(EI) Marc E. Gottschalk - Environmental Issues - Review Arcadis response to EPA comments	0.7	455.00
	Subtotal for EI - Environmental Issues	1.8	\$1,170.00

TOTAL HOURS 1.80

FEE SUMMARY	HOURS	RATE	AMOUNT
Marc E. Gottschalk	1.8	650.00	\$ 1,170.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Scotts Valley Environmental Matters
30132-006

Invoice # : 1230731
Date : 12/15/09

CURRENT FEES \$ 1,170.00

TOTAL INVOICE DUE \$ 1,170.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

REMIT PAYMENT TO: File No. 73672, P.O. Box 60000, San Francisco, CA 94160-3672

WIRE TO: Bank of America, Acct No. 14849-00602, ABA No. 0260-0959-3, SWIFT Code: BOFAUS3N

CORRESPONDENCE TO: Accounts Receivable, 650 Page Mill Road, Palo Alto, CA 94304-1050

TEL 650-845-5995

FAX 866-974-7329

finance@wsgr.com

Please reference Invoice #, Client Name and Client-Matter # on all payments and correspondence.

Aviza Technology Inc
Attn: Rich Naslund, Controller
Accounts Payable
440 Kings Village Rd
Scotts Valley, CA 95066-4027

Invoice # : 1252318
Invoice Total : \$ 715.00
Invoice Date : 02/26/10
Client-Matter : 30132-006
Attorney : Marc E. Gottschalk

Aviza Technology Inc
Re: Scotts Valley Environmental Matters

NOTE: This invoice replaces invoice # 1245143, dated 2/26/10.

PHASE / TASK SUMMARY	AMOUNT
<i>EI - Environmental Issues</i>	\$ 455.00
<i>IM - Insurance Matters</i>	\$ 260.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	EI - ENVIRONMENTAL ISSUES		
12/04/09	(EI) Marc E. Gottschalk - Environmental Issues - Brief review of EPA meeting agenda	0.3	195.00
12/08/09	(EI) Marc E. Gottschalk - Environmental Issues - Call with Triquint counsel re deal status	0.4	260.00
	Subtotal for EI - Environmental Issues	0.7	\$455.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	IM - INSURANCE MATTERS		
12/02/09	(IM) Marc E. Gottschalk - Insurance Matters - Call re new deal terms and insurance issues	0.4	260.00
	Subtotal for IM - Insurance Matters	0.4	\$260.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Scotts Valley Environmental Matters
30132-006

Invoice # : 1252318
Date : 02/26/10

		TOTAL HOURS	1.10
FEE SUMMARY	HOURS	RATE	AMOUNT
Marc E. Gottschalk	1.1	650.00	\$ 715.00
		CURRENT FEES	\$ 715.00

TOTAL INVOICE DUE \$ 715.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

REMIT PAYMENT TO: File No. 73672, P.O. Box 60000, San Francisco, CA 94160-3672

TEL 650-845-5995

WIRE TO: Bank of America, Acct No. 14849-00602, ABA No. 0260-0959-3, SWIFT Code: BOFAUS3N

FAX 866-974-7329

CORRESPONDENCE TO: Accounts Receivable, 650 Page Mill Road, Palo Alto, CA 94304-1050

finance@wsgr.com

Please reference Invoice #, Client Name and Client-Matter # on all payments and correspondence.

Aviza Technology Inc
Attn: Rich Naslund, Controller
Accounts Payable
440 Kings Village Rd
Scotts Valley, CA 95066-4027

Invoice # : 1252319
Invoice Total : \$ 875.00
Invoice Date : 02/26/10
Client-Matter : 30132-008
Attorney : Marc E. Gottschalk

Aviza Technology Inc
Re: Sale of Scotts Valley, CA Property

NOTE: This invoice replaces invoice # 1245144, dated 2/26/10.

PHASE / TASK SUMMARY	AMOUNT
<i>ST - Sale Transaction</i>	\$ 875.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	ST - SALE TRANSACTION		
12/11/09	(ST) Marc E. Gottschalk - Sale Transaction - Review and revise letter of intent and send to client	0.9	585.00
01/06/10	(ST) Marc E. Gottschalk - Sale Transaction - Review offer for property purchase	0.4	290.00
	<i>Subtotal for ST - Sale Transaction</i>	1.3	\$875.00

TOTAL HOURS 1.30

FEE SUMMARY	HOURS	RATE	AMOUNT
Marc E. Gottschalk	0.9	650.00	\$ 585.00
Marc E. Gottschalk	0.4	725.00	\$ 290.00
		CURRENT FEES	\$ 875.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Sale of Scotts Valley, CA Property
30132-008

Invoice # : 1252319
Date : 02/26/10

TOTAL INVOICE DUE \$ 875.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

REMIT PAYMENT TO: File No. 73672, P.O. Box 60000, San Francisco, CA 94160-3672

WIRE TO: Bank of America, Acct No. 14849-00602, ABA No. 0260-0959-3, SWIFT Code: BOFAUS3N

CORRESPONDENCE TO: Accounts Receivable, 650 Page Mill Road, Palo Alto, CA 94304-1050

Please reference Invoice #, Client Name and Client-Matter # on all payments and correspondence.

Aviza Technology Inc
Attn: Rich Naslund, Controller
Accounts Payable
440 Kings Village Rd
Scotts Valley, CA 95066-4027

Invoice # : 1252329
Invoice Total : \$ 870.00
Invoice Date : 04/05/10
Client-Matter : 30132-006
Attorney : Marc E. Gottschalk

Aviza Technology Inc
Re: Scotts Valley Environmental Matters

PHASE / TASK SUMMARY	AMOUNT
<i>EI - Environmental Issues</i>	\$ 870.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	EI - ENVIRONMENTAL ISSUES		
02/19/10	(EI) Marc E. Gottschalk - Environmental Issues - Conference call re EPA statement of work	0.7	507.50
02/26/10	(EI) Marc E. Gottschalk - Environmental Issues - Review comments to Arcadis scope of work	0.5	362.50
	<i>Subtotal for EI - Environmental Issues</i>	1.2	\$870.00

TOTAL HOURS 1.20

FEE SUMMARY	HOURS	RATE	AMOUNT
Marc E. Gottschalk	1.2	725.00	\$ 870.00
		CURRENT FEES	<u>\$ 870.00</u>

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Scotts Valley Environmental Matters
30132-006

Invoice # : 1252329
Date : 04/05/10

TOTAL INVOICE DUE \$ 870.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

REMIT PAYMENT TO: File No. 73672, P.O. Box 60000, San Francisco, CA 94160-3672

TEL 650-845-5995

WIRE TO: Bank of America, Acct No. 14849-00602, ABA No. 0260-0959-3, SWIFT Code: BOFAUS3N

FAX 866-974-7329

CORRESPONDENCE TO: Accounts Receivable, 650 Page Mill Road, Palo Alto, CA 94304-1050

finance@wsg.com

Please reference Invoice #, Client Name and Client-Matter # on all payments and correspondence.

Aviza Technology Inc
Attn: Rich Naslund, Controller
Accounts Payable
440 Kings Village Rd
Scotts Valley, CA 95066-4027

Invoice # : 1252330
Invoice Total : \$ 8,265.00
Invoice Date : 04/05/10
Client-Matter : 30132-008
Attorney : Marc E. Gottschalk

Aviza Technology Inc
Re: Sale of Scotts Valley, CA Property

PHASE / TASK SUMMARY	AMOUNT
ST - Sale Transaction	\$ 8,265.00

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	ST - SALE TRANSACTION		
02/22/10	(ST) Marc E. Gottschalk - Sale Transaction - Review revisions to purchase and sale agreement	1.2	870.00
02/24/10	(ST) Marc E. Gottschalk - Sale Transaction - Call with P. O'Connor to discuss purchase and sale agreement provisions	0.8	580.00
03/02/10	(ST) Marc E. Gottschalk - Sale Transaction - Review and revise purchase and sale agreement	3.4	2,465.00
03/02/10	(ST) Marc E. Gottschalk - Sale Transaction - Call with client to discuss	0.5	362.50
03/09/10	(ST) Marc E. Gottschalk - Sale Transaction - Review bankruptcy attorney comments to agreement	0.5	362.50
03/09/10	(ST) Marc E. Gottschalk - Sale Transaction - Revise and send out	0.6	435.00
03/17/10	(ST) Marc E. Gottschalk - Sale Transaction - Review draft of purchase and sale agreement	0.9	652.50
03/19/10	(ST) Marc E. Gottschalk - Sale Transaction - Correspondence with client re deletion of closing condition provisions	0.4	290.00
03/22/10	(ST) Marc E. Gottschalk - Sale Transaction - Call with E. Newman re environmental issues	0.4	290.00
03/26/10	(ST) Marc E. Gottschalk - Sale Transaction - Call with J. Murray re bankruptcy issues in purchase and sale agreement	0.5	362.50
03/26/10	(ST) Marc E. Gottschalk - Sale Transaction - Call with E. Newman re overbid options	0.6	435.00
03/29/10	(ST) Marc E. Gottschalk - Sale Transaction - Review and revise	0.8	580.00

PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

Sale of Scotts Valley, CA Property
30132-008

Invoice # : 1252330
Date : 04/05/10

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	purchase agreement		
03/29/10	(ST) Marc E. Gottschalk – Sale Transaction - Call with client	0.4	290.00
03/29/10	(ST) Marc E. Gottschalk – Sale Transaction - Correspondence with E. Newman	0.4	290.00
	<i>Subtotal for ST - Sale Transaction</i>	11.4	\$8,265.00

TOTAL HOURS	<u>11.40</u>
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FEE SUMMARY	HOURS	RATE	AMOUNT
Marc E. Gottschalk	11.4	725.00	\$ 8,265.00
		CURRENT FEES	<u>\$ 8,265.00</u>

TOTAL INVOICE DUE	<u>\$ 8,265.00</u>
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PAYMENT DUE NET 30 DAYS FROM INVOICE DATE. PLEASE REFERENCE INVOICE NUMBER WHEN REMITTING PAYMENT.

MARC EDWARD GOTTSCHALK (171544)
WILSON SONSINI GOODRICH & ROSATI
650 Page Mill Road
Palo Alto, CA 94304-1050
Telephone: 650-493-9300
Facsimile: 650-493-6811
Email: mgottschalk@wsgr.com

Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re:	)	Jointly Administered Chapter 11 Cases
)	
ATI LIQUIDATING, INC.,	)	Case No. 09-54511-RLE-11
formerly known as)	
Aviza Technology, Inc.,)	
Employer's Tax ID No.: 20-1979646)	
)	
AI LIQUIDATING, INC.,	)	Case No. 09-54514-RLE-11
formerly known as Aviza, Inc.,)	
Employer's Tax ID No.: 20-0249205)	
)	
TTI LIQUIDATING, INC.,	)	Case No. 09-54515-RLE-11
formerly known as)	
Trikon Technologies, Inc.,)	
Employer's Tax ID No.: 95-4054321)	
)	
Debtor(s).	)	Date: April 28, 2010
	)	Time: 10:30 a.m.
	)	Place: United States Bankruptcy Court
	)	280 S. First Street, Room 3099
440 Kings Village Road	)	San Jose, CA 95113
Scotts Valley, CA 95066	)	Judge: Honorable Roger L. Efremsky

EXHIBIT "C"

To

**FIRST AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES BY SPECIAL COUNSEL FOR DEBTORS
(WILSON SONSINI GOODRICH & ROSATI)**

For the total period, combined tasks, by professional

Professional	Hours	Rate	Amount
Gottschalk, Marc E.	10.8	\$ 650.00	\$ 7,020.00
Gottschalk, Marc E.	13.0	\$ 725.00	\$ 9,425.00
McMorrow, Kimberly	0.6	\$ 580.00	\$ 348.00
Grand Total	24.4		\$16,793.00

MARC EDWARD GOTTSCHALK (171544)
WILSON SONSINI GOODRICH & ROSATI
650 Page Mill Road
Palo Alto, CA 94304-1050
Telephone: 650-493-9300
Facsimile: 650-493-6811
Email: mgottschalk@wsgr.com

Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re:	)	Jointly Administered Chapter 11 Cases
)	
ATI LIQUIDATING, INC.,	)	Case No. 09-54511-RLE-11
formerly known as)	
Aviza Technology, Inc.,)	
Employer's Tax ID No.: 20-1979646)	
)	
AI LIQUIDATING, INC.,	)	Case No. 09-54514-RLE-11
formerly known as Aviza, Inc.,)	
Employer's Tax ID No.: 20-0249205)	
)	
TTI LIQUIDATING, INC.,	)	Case No. 09-54515-RLE-11
formerly known as)	
Trikon Technologies, Inc.,)	
Employer's Tax ID No.: 95-4054321)	
	)	Date: April 28, 2010
	)	Time: 10:30 a.m.
Debtor(s).	)	Place: United States Bankruptcy Court
	)	280 S. First Street, Room 3099
440 Kings Village Road	)	San Jose, CA 95113
Scotts Valley, CA 95066	)	Judge: Honorable Roger L. Efremsky

EXHIBIT "D"

To

**FIRST AND FINAL APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES BY SPECIAL COUNSEL FOR DEBTORS
(WILSON SONSINI GOODRICH & ROSATI)**

Apr. 6. 2010 5:23PM WILSON SONSINI 601

No.2787 P. 2

W&R Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

650 Page Mill Road
Palo Alto, CA 94304-1050
PHONE 650.493.9300
FAX 650.493.6811
www.wsgri.com

April 6, 2010

VIA FEDEX

ATI LIQUIDATING, INC.
Aviza Technology, Inc.
440 Kings Village Road
Scotts Valley, CA 95066

Attn.: Patrick C. O'Connor
Chief Executive Officer

AI LIQUIDATING, INC.
fka Aviza, Inc.
440 Kings Village Road
Scotts Valley, CA 95066

Attn.: Patrick C. O'Connor
Chief Executive Officer

TTI LIQUIDATING, INC.
fka Trikon Technologies, Inc.
440 Kings Village Road
Scotts Valley, CA 95066

Attn.: Patrick C. O'Connor
Chief Executive Officer

Re: ATI Liquidating, Inc.; Case No. 09-54511-RLE-11
AI Liquidating, Inc.; Case No. 09-54514-RLE-11
TTI Liquidating, Inc.; Case No. 09-54515-RLE-11

Dear Mr. O'Connor:

Enclosed please find a copy of Wilson Sonsini Goodrich & Rosati's FIRST AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES BY SPECIAL COUNSEL FOR DEBTORS which we are filing with the United States Bankruptcy Court (the "Bankruptcy Court"). The hearing on this application will be conducted in the Bankruptcy Court on April 28, 2010 at 10:30 o'clock a.m. before the Honorable Roger L. Efremsky.

The Court's Guidelines for Compensation and Reimbursement of Professionals and Trustees provide that a debtor in possession, a trustee or an official committee must exercise reasonable business judgment in monitoring fees and expenses of the estate's professionals. We

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AUSTIN NEW YORK PALM ALTO SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, D.C.

Apr. 6. 2010 5:24PM WILSON SONSINI 601

No.2787 P. 3

Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION

ATI Liquidating, Inc.
AI Liquidating, Inc.
TTI, Inc
April 6, 2010
Page 2

invite you to discuss any objections, concerns or questions you may have with us. The Office of the United States Trustee will also accept your comments. The Court will also consider timely filed objections by any party in interest at the time of the hearing.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Marc Gottschalk

Enclosure

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